

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In Re: : Bankruptcy No. 18-22032-JAD
R.E. Gas Development, LLC :
Debtor :
: Chapter 11
:
Movant :
: Related to Document No. 1
:
v. :
:
No Respondent :
Respondent (if none, then "No Respondent") :

AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s), or statement(s) are transmitted herewith:

 X Voluntary Petition - *Specify reason for amendment:* Adding location of principal assets.

Official Form 6 Schedules (Itemization of Changes Must Be Specified)

 Summary of Schedules
 Schedule A - Real Property
 Schedule B - Personal Property
 Schedule C - Property Claimed as Exempt
 Schedule D - Creditors holding Secured Claims
Check one:
 Creditor(s) added
 NO creditor(s) added
 Creditor(s) deleted
 Schedule E - Creditors Holding Unsecured Priority Claims
Check one:
 Creditor(s) added
 NO creditor(s) added
 Creditor(s) deleted
 Schedule F - Creditors Holding Unsecured Nonpriority Claims
Check one:
 Creditor(s) added
 NO creditor(s) added
 Creditor(s) deleted
 Schedule G - Executory Contracts and Unexpired Leases
Check one:
 Creditor(s) added
 NO creditor(s) added
 Creditor(s) deleted
 Schedule H - Codebtors
 Schedule I - Current Income of Individual Debtor(s)
 Schedule J - Current Expenditures of Individual Debtor(s)
 Statement of Financial Affairs
 Chapter 7 Individual Debtor's Statement of Intention
 Chapter 11 List of Equity Security Holders
 Chapter 11 List of Creditors Holding 20 Largest Unsecured Claims
 Disclosure of Compensation of Attorney for Debtor
 Other: _____

Pursuant to Fed.R.Bankr.P. 1009(a) and Local Bankruptcy Rule 1009-1, I certify that notice of the filing of the amendment(s) checked above has been given this date to the U.S. Trustee, the trustee in this case, and to entities affected by the amendment as follows:

Date: May 18, 2018

/s/ James D. Newell
Attorney for Debtor(s) [or *pro se* Debtor(s)]

James D. Newell
(Typed Name)

301 Grant Street, 20th Floor, Pittsburgh, PA 15219
(Address)

412-562-8800
(Phone No.)

51337 - Pennsylvania
List Bar I.D. and State of Admission

Note: An amended matrix of creditors added by the amendment must be submitted on disk with the amendment. Attorneys filing electronically on the Case Management/Electronic Case Filing System may add creditors to the case electronically.

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of Pennsylvania
(State)

Case number (if known): 18-22032-JAD Chapter 11

☒ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name R.E. Gas Development, LLC

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

26 - 1405422

4. Debtor's address

Principal place of business

366 Walker Drive
Number Street

State College PA 16801
City State ZIP Code

Centre County
County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

Butler County PA
City State ZIP Code

5. Debtor's website (URL) www.rexenergy.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor R.E. Gas Development, LLC
Name

Case number (if known) 18-22032-JAD

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
District Western District of Pennsylvania When Date Hereof
Case number, if known _____ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor R.E. Gas Development, LLC Case number (if known) 18-22032-JAD
Name

11. Why is the case filed in *this district*?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor R.E. Gas Development, LLC
Name

Case number (if known) 18-22032-JAD

16. Estimated liabilities

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/18/2018
MM / DD / YYYY

☒

Signature of authorized representative of debtor

Title President and Chief Executive Officer


Thomas C. Stabley

Printed name

18. Signature of attorney

☒ James D. Newell
Signature of attorney for debtor

Date 05/18/2018
MM / DD / YYYY

James D. Newell

Printed name

Buchanan Ingersoll and Rooney PC

Firm name

301 Grant Street, 20th Floor

Number Street

Pittsburgh

City

PA 15219

State ZIP Code

412-562-8800

Contact phone

james.newell@bipc.com

Email address

51337

Bar number

PA

State

SCHEDULE 1

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

R.E. Gas Development, LLC
Rex Energy Corporation
Rex Energy I, LLC
Rex Energy Operating Corp.

R.E. GAS DEVELOPMENT, LLC

Written Consent of the Sole Member

May 18, 2018

The undersigned, being the sole member (the "Member") of R.E. GAS DEVELOPMENT, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), acting pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act and Section 9 of the Limited Liability Company Agreement of the Company, hereby consents in writing to the adoption of the following resolutions:

Chapter 11 Filing

RESOLVED, that the Company shall be, and it hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Western District of Pennsylvania or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing and the performance of such acts to constitute the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof;

FURTHER RESOLVED, that the president and corporate secretary of the Company and any other officer of the Company that the president may designate from time to time (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of, and in the name of, the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such form or forms as any such Designated Officer may approve. The actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other agreements,

certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof; and

FURTHER RESOLVED, that the actions of any Designated Officer taken pursuant to the preceding resolution, including the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval and the necessity or desirability thereof.

Debtor In Possession Facility

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into a new debtor in possession facility (the "DIP Facility") and any associated documents and consummate the transactions contemplated therein (collectively, the "DIP Facility Transactions") with such lenders and on such terms substantially consistent with those presented to the Member on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, in such case, as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the DIP Facility Transactions; and

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any of the Designated Officers may deem necessary or appropriate to facilitate the DIP Facility Transactions (collectively, the "DIP Facility Documents"); (b) DIP Facility Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Designated Officers are hereby approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval thereof and the necessity or desirability thereof.

Restructuring Support Agreement

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into the Restructuring Support Agreement between the debtors and the parties thereto and any associated documents (the "RSA") and consummate, and perform under,

the transactions contemplated therein and on such terms substantially consistent with those presented to the Member on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and expenses as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the RSA;

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) execute and file a chapter 11 plan (the "Plan"), associated disclosure statement (the "Disclosure Statement"), and any associated documents, and consummate, and perform under, the transactions contemplated therein on such terms substantially consistent with those presented to the Member on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the Plan or Disclosure Statement; and

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify the RSA, the Plan and Disclosure Statement, and such agreements, certificates, notices and any and all other documents as any of the Designated Officers may deem necessary or appropriate in connection with the RSA, the Plan, the Disclosure Statement and any other related documents (the "Restructuring Documents"); (b) the Restructuring Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Designated Officers are hereby approved; (c) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the Restructuring Documents, including approval of the Disclosure Statement and confirmation of the Plan; and (d) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval thereof and the necessity or desirability thereof.

Retention of Professionals and Claims and Noticing Agent

RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized and empowered to retain, on behalf of, and in the name of, the Company: (a) Jones Day; (b) Buchanan Ingersoll & Rooney PC; (c) Perella Weinberg Partners; (d) FTI Consulting, Inc.; (e) Prime Clerk LLC; and (f) such additional

professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in any such Designated Officer's judgment may be necessary or desirable in connection with the Company's chapter 11 case and other related matters, on such terms as such officer or officers shall approve and such Designated Officer's retention thereof to constitute conclusive evidence of such Designated Officer's approval and the necessity and desirability thereof; and

FURTHER RESOLVED, that the law firm Jones Day and the law firm Buchanan Ingersoll & Rooney PC and any additional special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized and empowered to represent the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code.

Additional Resolutions

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

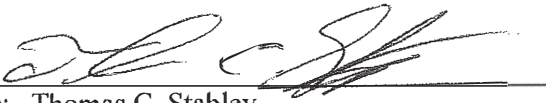
FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with any of the foregoing matters in all respects are hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that any Designated Officer shall be, and each of them, acting alone, hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, hereby consents to the foregoing recitals and resolutions, effective as of the date first written above.

**SOLE MEMBER
REX ENERGY CORPORATION**

By: 
Name: Thomas C. Stabley
Title: President and Chief Executive Officer

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA**

CONSOLIDATED LIST OF CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS

The above-captioned debtors and debtors in possession (collectively, the "Debtors") each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of creditors holding the largest unsecured claims (the "Largest Unsecured Creditors List").

The Largest Unsecured Creditors List is based on the Debtors' books and records as of approximately May 17, 2018, and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Largest Unsecured Creditors List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims. The information contained in the Largest Unsecured Creditors List shall not constitute an admission by, nor shall it be binding on, the Debtors.

The Debtors are the following four entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): R.E. Gas Development, LLC (5422); Rex Energy Corporation (4402); Rex Energy Operating Corp. (0390); and Rex Energy I, LLC (9799). The address of each of the Debtors is 366 Walker Drive, State College, Pennsylvania 16801.

Fill in this information to identify the case and this filing:

Debtor Name R.E. Gas Development, LLC, et al.

United States Bankruptcy Court for the: Western District of Pennsylvania

Case Number (if known): 18-22032-JAD

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders¹

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	WSFS Trust 500 Delaware Avenue Wilmington, DE 19801	Geoffrey J. Lewis 302-573-3218 Glewis@wsfsbank.com	1% / 8% Second Lien Senior Notes due 2020		\$617,116,943.14		Unknown at this time
2	MarkWest Liberty Midstream & Resources, LLC 1515 Arapahoe Street Tower Suite 1600 Denver, CO 80202	Greg Floerke Gregory.Floerke@markwest.com	Trade Debt				\$13,898,176.31
3	Keystone Clearwater Solutions, LLC 601 Technology Drive, Suite 300 Cannonsburg, PA 15317	Michael Katz 724-779-1480 mkatz@keystoneclear.net	Trade Debt				\$10,893,674.98
4	BOK Financial 1600 Broadway 3rd Floor Denver, CO 80202	George Kubin 303-864-7206 Gkubin@bokf.com	8.875% Senior Notes due 2020				\$7,633,092.86
5	OhPa Drillco, LLC 1401 McKinney Street Suite 1650 Houston, TX 77010	Michelle Johnson 713-345-4602 m.johnson@benefitstreetpartners.com	Royalties				\$6,485,575.64
6	Sumitomo Corporation of Americas 820 Gessner, Suite 600 Houston, TX 77024	Yurika Yancey 713-463-2044 yyancey@summit-dr.com	Royalties				\$6,328,290.82
7	BOK Financial 1600 Broadway 3rd Floor Denver, CO 80202	George Kubin 303-864-7206 Gkubin@bokf.com	6.25% Senior Notes due 2022				\$5,461,694.10
8	ProFrac Services, LLC P.O. Box 1032 Cisco, TX 76437	Attn: Accounts Receivable 817-212-3328 ar@profrac.com	Trade Debt				\$5,366,295.29

¹ Certain regulatory claims were not reported as they were deemed potentially secured at the time of filing.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9 Sidewinder Drilling LLC 952 Echo Lane Suite 460 Houston, TX 77024	Joel Ratliff 832-320-7644 remittance@sidewinderdrilling.com	Trade Debt				\$3,624,700.98
10 AL Marcellus Holdings, LLC c/o Arclight Capital Partners 200 Clarendon St. 55th Floor Boston, MA 02116	Michelle Wright 617-531-6353 mwright@arclightcapital.com	Royalties				\$3,357,903.59
11 Stonehenge Appalachia, LLC 11400 Westmoor Circle Suite 200A Westminster, CO 80021	Lisette Sacco 303-991-1480 ldiaz@StonehengeEnergy.com	Trade Debt				\$2,396,003.60
12 Phoenix Technology Services USA Inc. PO Box 205413 Dallas, TX 75320-5413	Attn: Accounts Receivable 713-337-0600 arusa@phxtech.com	Trade Debt				\$1,662,963.00
13 Enterprise TE Products PO Box 974364 Dallas, TX 75397-4364	Spring Allison 713-381-7826 sallison@eprod.com	Trade Debt				\$1,324,708.00
14 RWLS LLC dba Renegade Services P.O. Box 862 Levelland, TX 79336	Hilda Cassady 412-979-0200 seahorse141@icloud.com	Trade Debt				\$1,316,450.00
15 Cimarron Energy, Inc. Dept. 699 P.O. Box 4346 Houston, TX 77210-4346	Seth Freeman 713-358-7027 AR@CimarronEnergy.com	Trade Debt				\$1,313,466.41
16 Clutch Energy Services LLC 2154 Greensburg Road New Kensington, PA 15068	Jen Lizotte 878-302-3332 j.lizotte@clutchenergyservices.com	Trade Debt				\$1,056,400.00
17 Baker Hughes Oilfield Operations LLC P.O. Box 301057 Dallas, TX 75303-1057	Jana Phillips 304-933-3301 Jana.phillips@bakerhughes.com	Trade Debt				\$1,037,336.58
18 Speelman Electric, Inc. 358 Commerce Street Tallmadge, OH 44278	Shawn Lemmon 330-633-1410 shawnl@speelmanelectric.com	Trade Debt				\$725,756.37
19 B&L Pipeco Services, Inc. P.O. Box 840280 Dallas, TX 75824-0280	Jesse Dickens 281-955-3500 Jesse.Dickens@blpipeco.com	Trade Debt				\$712,749.95
20 Carroll County Treasurer P.O. Box 327 Carrollton, OH 44615	Jeff Yeager 330-627-4221	Ad Valorem Taxes				\$639,891.05
21 Hybrid Drilling Inc., P.O. Box 1749 Woodward, OK 73802-1749	Meggan Patrick 580-256-3644 meggand@hybriddrilling.com	Trade Debt				\$595,368.83
22 AIM Services Company 4944 Belmont Ave., Suite 301 Youngstown, OH 44505	Kristin Kalna 724-667-0401 kkalna@aimntls.com	Trade Debt				\$545,945.20

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	Corporate Billing, LLC Silver Creek Services, Inc. Dept. 100 P.O. Box 830604 Birmingham, AL 35283	Attn: Accounts Receivable 877-584-3600 Remit@corpbill.com	Trade Debt				\$545,829.77
24	AES Drilling Fluids, LLC 11767 Katy Freeway Suite 230 Houston, TX 77079	Kevin Koronczok 888-556-4533 kevin.koronczok@aesfluids.com	Trade Debt				\$503,609.09
25	Wicklow Logistics, Inc., 103 Lee Valley Road Derry, PA 15627	Coleen Ruffner 724-539-5600 coleen.r@comcast.net	Trade Debt				\$493,017.50
26	New Tech Global Venture P.O. Box 4724 MSC 800 Houston, TX 77210	Attn: Accounts Receivable 281-951-4330 ar@ntglobal.com	Trade Debt				\$489,339.85
27	Chemstream Inc. 511 Railroad Avenue Homer City, PA 15748	Dave McCombie 724-915-8388 dave.mccombie@chemstream.com	Trade Debt				\$467,319.35
28	Red Bone Services LLC P.O. Box 887 Elk City, OK 73648	Loyd Marshal 580-225-1200 wmarshal@redbonellc.com	Trade Debt				\$440,565.70
29	Solaris Oilfield Site Services Operating, LLC 9811 Katy Freeway, Suite 900 Houston, TX 77024	Tawnya McNack 832-803-0358 ar@solarisoilfield.com	Trade Debt				\$439,114.00
30	Capstone Energy Services P.O. Box 156 Allenport, PA 15412	Patrick Shay 724-326-0190 pshay@capstone-energy-services.com	Trade Debt				\$432,345.78

Fill in this information to identify the case and this filing:

Debtor Name R.E. Gas Development, LLC
United States Bankruptcy Court for the: Western District of Pennsylvania
(State)
Case number (if known): 18-22032-JAD

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/18/2018
MM / DD / YYYY


Signature of individual signing on behalf of debtor

Thomas C. Stabley

Printed name

President and Chief Executive Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA**

In re	:	
	:	Chapter 11
	:	
R.E. GAS DEVELOPMENT, LLC, ¹	:	Case No. 18-22032-JAD
a Delaware limited liability company,	:	
	:	(Joint Administration Requested)
Debtor.	:	
	:	
R.E. GAS DEVELOPMENT, LLC,	:	
	:	
Movant,	:	
	:	
v.	:	
	:	
NO RESPONDENT,	:	
	:	
Respondent.	:	
	:	

STATEMENT OF CORPORATE OWNERSHIP

Following is the list of entities that directly or indirectly own 10% or more of any class of R.E Gas Development, LLC's equity interests. This list is prepared in accordance with Fed. R. Bankr. P. 1007(a)(1) and Fed. R. Bankr. P. 7007.1 for filing in this chapter 11 case.

Rex Energy Corporation

LIST OF EQUITY SECURITY HOLDERS

Following is a list of debtor R.E. Gas Development, LLC's equity security holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in this chapter 11 case.

Rex Energy Corporation
366 Walker Drive
State College, Pennsylvania 16801
(100%)

¹ The last four digits of the Debtor's taxpayer identification number are 5422 and its address is 366 Walker Drive, State College, Pennsylvania 16801.

Fill in this information to identify the case and this filing:

Debtor Name R.E. Gas Development, LLC
United States Bankruptcy Court for the: Western District of Pennsylvania
(State)
Case number (if known): 18-22032-JAD

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Statement of Corporate Ownership, List of Equity Security Holders Over 10%

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/18/2018
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Thomas C. Stabley

Printed name

President and Chief Executive Officer

Position or relationship to debtor